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UNITED STATES DISTRICT COURT

DISTRICT OF ARIZONA

Case No: CV-15-163-TUC-DCB (LEAD)

In re AudioEye, Inc. Sec. Litig.,

**DECLARATION OF RICHARD G.
HIMELRICK IN SUPPORT OF THE
MOTION TO INTERVENE BY
MOVANT MATTHEW STAPEN**

I, Richard G. Himelrick declare:

1. I am an attorney admitted to practice law before the courts of the State of Arizona and this Court.
2. I am an attorney with the law firm Tiffany & Bosco, P.A.
3. I am one of the attorneys representing Movant Matthew Stapen.
4. I am familiar with the relevant facts and circumstances in this case.

1 5. I submit this Declaration in support of Movant's Motion to Intervene.

2 6. Exhibit 1 contains the proposed additional allegations to the
3 Consolidated Amended Class Action Complaint for Violation of the Federal
4 Securities Laws.

5 I declare under penalty of perjury that these statements are true and correct.

6 Executed this 29th day of December, 2015, at Phoenix, Arizona.

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8 /s/ Richard G. Himelrick

9 Richard G. Himelrick
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CERTIFICATE OF SERVICE

I hereby certify that on December 29, 2015, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail notice list, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the Manual Notice list.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

s/ Shelley Boettge
Shelley Boettge